

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person KALLINS GEORGE J			2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2010					
C/O CNS RESPONSE INC, 85 ENTERPRISE, SUITE 410								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
ALISO VIEJO, CA 92656								
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Secured Promissory Note (1)	\$ 0.5	08/20/2010		J(1)		250,000		(1)	12/15/2010	Common Stock 250,000	\$ 0.5	250,000	I	N/A
Common Stock Warrant (1)(2)	\$ 0.56	08/20/2010		J(1)(2)		75,000		(1)(2)	08/19/2017	Common Stock 75,000	\$ 0.56	75,000	I	N/A
Secured Promissory Note (1)	\$ 0.5	08/20/2010		J(1)		250,000		(1)	12/15/2010	Common Stock 250,000	\$ 0.5	250,000	I	N/A
Common Stock Warrant (1)(2)	\$ 0.56	08/20/2010		J(1)(2)		75,000		(1)(2)	08/19/2017	Common Stock 75,000	\$ 0.56	75,000	I	N/A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KALLINS GEORGE J C/O CNS RESPONSE INC 85 ENTERPRISE, SUITE 410 ALISO VIEJO, CA 92656	X			

Signatures

/s/ George J. Kallins	08/24/2010
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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On August 20, 2010, the Issuer issued (i) two unsecured promissory notes (each, a "Note") in the aggregate principal amount of \$250,000 and (ii) two warrants (each, a "Warrant") to purchase an aggregate of 150,000 shares of the Issuer's common stock to Deerwood Partners LLC and Deerwood Holdings LLC (collectively, the "Investors"), with each Investor purchasing a Note in the aggregate principal amount of \$125,000 and receiving a Warrant to purchase 75,000 shares of the Issuer's common stock. The Reporting Person is one of the managing members of each of

(1) Deerwood Partners LLC and Deerwood Holdings LLC. At the option of the Investor, the Investor may convert all or any portion of the outstanding principal balance and/or accrued but unpaid interest on the Note at any time into that number of the Issuer's common stock equal to the quotient of the amount of principal and/or accrued interest on the Note being converted divided by \$0.50.

(2) Each Warrant is exercisable at any time until August 19, 2017 at the option of the Investor and the exercise price for each Warrant is \$0.56 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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